



HEALTH QUARTERLY STATEMENT
AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE
Anthem Health Plans of Maine, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 52618 Employer's ID Number 31-1705652
(Current) (Prior)

Organized under the Laws of Maine, State of Domicile or Port of Entry Maine

Country of Domicile United States of America

Licensed as business type: Other

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 03/10/2000 Commenced Business 06/05/2000

Statutory Home Office 2 Gannett Drive, South Portland, ME, US 04106-6911
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 2 Gannett Drive
(Street and Number)
South Portland, ME, US 04106-6911, 866-583-6182
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 2 Gannett Drive, South Portland, ME, US 04106-6911
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 2 Gannett Drive
(Street and Number)
South Portland, ME, US 04106-6911, 866-583-6182
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.anthem.com

Statutory Statement Contact Joanne Lauterbach, 207-822-7794
(Name) (Area Code) (Telephone Number)
joanne.lauterbach@anthem.com, 207-822-8999
(E-mail Address) (FAX Number)

OFFICERS

President and Chairperson Daniel Patrick Corcoran Treasurer Robert David Kretschmer
Secretary Kathleen Susan Kiefer Assistant Secretary and Clerk Lendall Libby Smith Esq.

OTHER

Timothy Paul Deno Valuation Actuary Eric (Rick) Kenneth Noble Assistant Treasurer

DIRECTORS OR TRUSTEES

Daniel Patrick Corcoran Carter Allen Beck Kathleen Susan Kiefer
Wayne Scott DeVeydt Robert David Kretschmer John Edward Gallina
Catherine Irene Kelaghan

State of Maine SS:
County of Cumberland

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Daniel Patrick Corcoran Kathleen Susan Kiefer Robert David Kretschmer
President Secretary Treasurer

Subscribed and sworn to before me this August, 2014
day of Sharon W. Berry

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

SHARON W. BERRY
Notary Public, Maine
My Commission Expires January 8, 2017

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	199,723,870		199,723,870	195,960,781
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	8,141,768		8,141,768	8,055,018
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(7,974,575)), cash equivalents (\$) and short-term investments (\$1,098,729)	(6,875,846)		(6,875,846)	(24,462,891)
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	167,572		167,572	205,702
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets	615,600		615,600	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	201,772,964	0	201,772,964	179,758,610
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	2,207,878		2,207,878	2,075,699
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	22,615,849	814,981	21,800,868	21,119,529
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$19,228,338 earned but unbilled premiums)	19,228,338		19,228,338	17,241,485
15.3 Accrued retrospective premiums	1,030,383		1,030,383	811,213
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	632,723		632,723	6,835,260
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	19,194,392	2,358,500	16,835,892	17,397,561
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	16,767,838	2,860,298	13,907,540	14,572,197
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	58,271	30,590	27,681	73,844
21. Furniture and equipment, including health care delivery assets (\$)	1,225,493	1,225,493	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	11,524,293		11,524,293	31,518,079
24. Health care (\$51,124,277) and other amounts receivable	64,539,540	13,415,263	51,124,277	68,416,230
25. Aggregate write-ins for other than invested assets	56,170,169	658,262	55,511,907	57,766,850
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	416,968,131	21,363,387	395,604,744	417,586,557
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	416,968,131	21,363,387	395,604,744	417,586,557
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Federal Employee Program Assets Held by Agent	53,251,571		53,251,571	56,897,716
2502. Premium Tax Recoverable	2,140,001		2,140,001	0
2503. Miscellaneous Receivables	140,058	26,979	113,079	127,475
2598. Summary of remaining write-ins for Line 25 from overflow page	638,539	631,283	7,256	741,659
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	56,170,169	658,262	55,511,907	57,766,850

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$1,517,610 reinsurance ceded)	83,275,425	446,279	83,721,704	89,692,801
2. Accrued medical incentive pool and bonus amounts	555,824		555,824	115,488
3. Unpaid claims adjustment expenses	2,381,489		2,381,489	2,140,362
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	89,065,938		89,065,938	101,268,916
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,041,724		1,041,724	1,177,990
8. Premiums received in advance	13,534,424		13,534,424	12,289,600
9. General expenses due or accrued	15,646,012		15,646,012	5,021,402
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	1,327,033		1,327,033	1,103,459
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	120,420		120,420	812,919
12. Amounts withheld or retained for the account of others.....	403,918		403,918	318,291
13. Remittances and items not allocated	3,263,284		3,263,284	2,268,098
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,251,690		3,251,690	20,856,748
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending	615,600		615,600	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	4,875,910		4,875,910	7,915,760
23. Aggregate write-ins for other liabilities (including \$3,774,799 current)	12,520,572	0	12,520,572	9,475,956
24. Total liabilities (Lines 1 to 23)	231,879,263	446,279	232,325,542	254,457,790
25. Aggregate write-ins for special surplus funds	XXX	XXX	9,726,216	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	120,652,900	120,652,900
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	30,400,086	39,975,867
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	163,279,202	163,128,767
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	395,604,744	417,586,557
DETAILS OF WRITE-INS				
2301. FEP Special Advance	6,811,244		6,811,244	4,353,675
2302. Other Liabilities	1,758,754		1,758,754	1,046,547
2303. Escheat Liability	1,364,601		1,364,601	1,214,895
2398. Summary of remaining write-ins for Line 23 from overflow page	2,585,973	0	2,585,973	2,860,839
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	12,520,572	0	12,520,572	9,475,956
2501. Estimated 2015 ACA Health Insurer Fee	XXX	XXX	9,726,216	
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	9,726,216	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,926,174	2,003,957	3,948,805
2. Net premium income (including \$ non-health premium income).....	XXX	495,218,083	525,044,079	1,046,112,967
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	12,339,135	(5,963,732)	(15,311,564)
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	507,557,218	519,080,347	1,030,801,403
Hospital and Medical:				
9. Hospital/medical benefits	1,799,837	337,648,187	350,210,651	704,883,599
10. Other professional services	22,576	4,235,173	4,222,342	8,460,692
11. Outside referrals				
12. Emergency room and out-of-area	82,349	15,448,583	16,259,043	31,805,050
13. Prescription drugs	450,021	84,423,713	77,189,914	158,306,906
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		2,169,366	21,096	1,278,018
16. Subtotal (Lines 9 to 15)	2,354,783	443,925,022	447,903,046	904,734,265
Less:				
17. Net reinsurance recoveries		2,622,022	10,140,780	23,813,108
18. Total hospital and medical (Lines 16 minus 17)	2,354,783	441,303,000	437,762,266	880,921,157
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$7,579,785 cost containment expenses		13,255,966	15,497,244	29,079,545
21. General administrative expenses		49,126,875	30,014,705	62,677,317
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		136,157		0
23. Total underwriting deductions (Lines 18 through 22).....	2,354,783	503,821,998	483,274,215	972,678,019
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,735,220	35,806,132	58,123,384
25. Net investment income earned		4,312,202	4,819,766	9,243,340
26. Net realized capital gains (losses) less capital gains tax of \$104,575		187,139	859,255	1,241,718
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,499,341	5,679,021	10,485,058
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]......			(63)	73,102
29. Aggregate write-ins for other income or expenses	0	24,276	22,326	16,242
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	8,258,837	41,507,416	68,697,786
31. Federal and foreign income taxes incurred	XXX	7,139,437	13,272,762	20,327,923
32. Net income (loss) (Lines 30 minus 31)	XXX	1,119,400	28,234,654	48,369,863
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous Income		24,276	22,326	16,242
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	24,276	22,326	16,242

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	163,128,767	142,789,377	142,789,377
34. Net income or (loss) from Line 32	1,119,400	28,234,654	48,369,863
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$13,346	(24,784)	(8,822)	(14,331)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(889,500)	(6,429,719)	(10,527,154)
39. Change in nonadmitted assets	(54,681)	16,836,572	22,411,012
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			(39,900,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	150,435	38,632,685	20,339,390
49. Capital and surplus end of reporting period (Line 33 plus 48)	163,279,202	181,422,062	163,128,767
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	492,736,577	525,220,252	1,044,088,403
2. Net investment income	5,369,406	5,973,629	12,084,828
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	498,105,983	531,193,881	1,056,173,231
5. Benefit and loss related payments	440,767,490	446,307,901	878,704,855
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	54,832,091	51,487,182	98,344,847
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$104,575 tax on capital gains (losses)	7,020,438	12,183,998	22,991,109
10. Total (Lines 5 through 9)	502,620,019	509,979,081	1,000,040,811
11. Net cash from operations (Line 4 minus Line 10)	(4,514,036)	21,214,800	56,132,420
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	25,641,315	38,727,945	70,732,385
12.2 Stocks	0	0	175,557
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	556,035	556,035
12.8 Total investment proceeds (Lines 12.1 to 12.7)	25,641,315	39,283,980	71,463,977
13. Cost of investments acquired (long-term only):			
13.1 Bonds	30,102,406	42,760,374	54,786,530
13.2 Stocks	0	0	882
13.3 Mortgage loans	0	0	0
13.4 Real estate	285,161	97,686	97,686
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	615,600	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	31,003,167	42,858,060	54,885,098
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,361,852)	(3,574,080)	16,578,879
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	39,900,000
16.6 Other cash provided (applied)	27,462,933	20,124,678	24,163,963
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	27,462,933	20,124,678	(15,736,037)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	17,587,045	37,765,398	56,975,262
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	(24,462,891)	(81,438,153)	(81,438,153)
19.2 End of period (Line 18 plus Line 19.1)	(6,875,846)	(43,672,755)	(24,462,891)

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	322,828	18,349	130,263	20,093	82,628	10,666	35,788	2,904	0	22,137
2. First Quarter	319,832	17,537	126,100	20,404	78,637	12,965	41,043	416	0	22,730
3. Second Quarter	318,430	18,854	123,349	20,299	78,592	12,867	41,281	458		22,730
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,926,174	110,678	755,058	122,787	471,930	75,317	248,316	2,552		139,536
Total Member Ambulatory Encounters for Period:										
7. Physician	558,339	58,815	423,412	71,239				4,873		
8. Non-Physician	660,947	35,103	386,502	233,791				5,551		
9. Total	1,219,286	93,918	809,914	305,030	0	0	0	10,424	0	0
10. Hospital Patient Days Incurred	44,661	2,268	15,873	25,833				687		
11. Number of Inpatient Admissions	7,522	415	3,485	3,507				115		
12. Health Premiums Written (a)	495,356,298	38,277,574	338,348,619	22,103,340	1,605,941	2,364,754	88,155,901	2,541,555		1,958,614
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	507,695,433	38,237,224	347,032,263	21,698,217	1,605,580	2,360,099	91,802,046	3,001,390		1,958,614
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	450,373,267	31,767,492	307,505,620	21,332,867	1,241,142	1,542,863	81,933,466	3,957,053		1,092,764
18. Amount Incurred for Provision of Health Care Services	443,925,022	36,634,784	299,000,377	18,865,241	1,293,654	1,674,631	83,920,839	1,329,329		1,206,167

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$2,541,555

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	55,335,359	288,149,604	4,376,426	52,735,509	59,711,785	60,361,970
2. Medicare Supplement	9,516,133	11,816,734	208,036	7,020,180	9,724,169	9,695,842
3. Dental Only	233,711	1,309,152	11,562	350,123	245,273	229,917
4. Vision Only	116,901	1,124,241	1,882	116,301	118,783	65,671
5. Federal Employees Health Benefits Plan	16,536,196	65,155,355	426,367	18,397,738	16,962,563	16,883,766
6. Title XVIII - Medicare	2,577,062	1,378,225	270,994	387,295	2,848,056	3,286,013
7. Title XIX - Medicaid					0	0
8. Other health	321,863	770,901		461,015	321,863	347,612
9. Health subtotal (Lines 1 to 8)	84,637,225	369,704,212	5,295,267	79,468,161	89,932,492	90,870,791
10. Healthcare receivables (a)	766,211	8,334,229			766,211	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	115,488	1,613,542		555,824	115,488	115,488
13. Totals (Lines 9-10+11+12)	83,986,502	362,983,525	5,295,267	80,023,985	89,281,769	90,986,279

(a) Excludes \$ 55,439,101 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2013. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Anthem Health Plans of Maine, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practices and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Maine Bureau of Insurance (the "Bureau").

For the six months ended June 30, 2014 and the year ended December 31, 2013, there were no differences between the Company's statutory-basis capital and surplus or net income under NAIC SAP and practices prescribed or permitted by the Bureau.

B. Use of Estimates in the Preparation of the Financial Statements

There were no significant changes for the six months ended June 30, 2014.

C. Accounting Policy

There were no significant changes for the six months ended June 30, 2014.

2. Accounting Changes and Corrections of Errors

There were no significant changes for the six months ended June 30, 2014.

3. Business Combinations and Goodwill

There were no significant changes for the six months ended June 30, 2014.

4. Discontinued Operations

There were no significant changes for the six months ended June 30, 2014.

5. Investments

A. - C.

There were no significant changes for the six months ended June 30, 2014.

D. Loan-Backed Securities

- (1) Prepayment assumptions for mortgage-backed/loan-backed and structured securities were obtained from broker-dealer survey values or internal estimates. The Company used various third-party pricing sources in determining the market value of its loan-backed securities.
- (2) The Company did not recognize other-than-temporary impairments on its loan-backed securities during the six months ended June 30, 2014.
- (3) The Company did not hold other-than-temporarily impaired loan-backed securities at June 30, 2014.
- (4) The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at June 30, 2014.
- (5) The Company had no impaired loan-backed securities at June 30, 2014.

E. Repurchase Agreements and/or Securities Lending Transactions

- (1) The Company did not enter into repurchase agreements at June 30, 2014.
- (2) The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers based on, among other things, their creditworthiness in exchange for collateral initially equal to at least 102% of the market value of the loaned securities. The Company receives the collateral in cash or securities, and if cash is received the cash collateral is thereafter invested according to guidelines of the Company's Investment Policy.

NOTES TO FINANCIAL STATEMENTS

(3) Collateral received

a. Aggregate Amount Collateral Received

1. Repurchase Agreement: Not applicable.

	Fair Value
2. Securities Lending	
(a) Open	\$ 615,600
(b) 30 Days or Less	-
(c) 31 to 60 Days	-
(d) 61 to 90 Days	-
(e) Greater Than 90 Days	-
(f) Sub-Total	\$ 615,600
(g) Securities Received	-
(h) Total Collateral Received	<u>\$ 615,600</u>

3. Dollar Repurchase Agreement: Not applicable.

b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged

\$ 615,600

c. The Company receives cash collateral in an amount in excess of the fair value of the securities lent. The Company reinvests the cash collateral into short-term investments.

(4) The Company does not have any securities lending transactions administered by an affiliated agent.

(5) Collateral Reinvestment

a. Aggregate Amount Collateral Reinvested

1. Repurchase Agreement: Not applicable.

	Amortized Cost	Fair Value
2. Securities Lending		
(a) Open	\$ -	\$ -
(b) 30 Days or Less	315,837	315,837
(c) 31 to 60 Days	299,763	299,763
(d) 61 to 90 Days	-	-
(e) 91 to 120 Days	-	-
(f) 121 to 180 Days	-	-
(g) 181 to 365 Days	-	-
(h) 1 to 2 Years	-	-
(i) 2 to 3 Years	-	-
(j) Greater Than 3 Years	-	-
(k) Sub-Total	\$ 615,600	\$ 615,600
(l) Securities Received	-	-
(m) Total Collateral Reinvested	<u>\$ 615,600</u>	<u>\$ 615,600</u>

3. Dollar Repurchase Agreement: Not applicable.

b. Not applicable.

(6) Not applicable.

(7) Not applicable.

F - H.

There were no significant changes for the six months ended June 30, 2014.

I. Working Capital Finance Investments

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

There were no significant changes for six months ended June 30, 2014.

NOTES TO FINANCIAL STATEMENTS

7. Investment Income

There were no significant changes for the six months ended June 30, 2014.

8. Derivative Instruments

There were no significant changes for the six months ended June 30, 2014.

9. Income Taxes

There were no significant changes for the six months ended June 30, 2014.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

There were no significant changes for the six months ended June 30 2014.

11. Debt

A. Debt, Including Capital Notes

The Company had no debt, including capital notes, outstanding at June 30, 2014.

B. FHLB (Federal Home Loan Bank) Arrangements

The Company had no FHLB agreements outstanding at June 30, 2014.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

There were no significant changes for the six months ended June 30 2014.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

There were no significant changes for the six months ended June 30, 2014.

14. Contingencies

There were no significant changes for the six months ended June 30, 2014.

15. Leases

There were no significant changes for the six months ended June 30, 2014.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

There were no significant changes for the six months ended June 30, 2014.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not applicable at June 30, 2014.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At June 30, 2014, the fair value of securities loaned was \$599,868 and the carrying value of securities loaned was \$593,285.

C. Wash Sales

(1) In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

(2) At June 30, 2014, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

NOTES TO FINANCIAL STATEMENTS

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

There were no significant changes for the six months ended June 30, 2014.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

There were no significant changes for the six months ended June 30, 2014.

20. Fair Value Measurements

A. At June 30, 2014, the Company did not have any assets or liabilities measured at fair value.

B. Not applicable.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 205,863,428	\$ 199,723,870	\$ 173,516	\$ 205,689,912	\$ -	\$ -
Short-term Investments and Money Market Funds	1,098,729	1,098,729	1,098,729	-	-	-
	<u>\$ 206,962,157</u>	<u>\$ 200,822,599</u>	<u>\$ 1,272,245</u>	<u>\$ 205,689,912</u>	<u>\$ -</u>	<u>\$ -</u>

D. Not Applicable.

21. Other Items

A. – G. There were no significant changes for the six months ended June 30, 2014.

H. The Company did not have any offsetting or netting of assets and liabilities at June 30, 2014.

I. Not applicable.

NOTES TO FINANCIAL STATEMENTS

J. Risk Sharing Provisions of the Affordable Care Act

(1)	Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions (YES/NO)?	Yes
(2)	Impact of Risk Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year	
a.	Permanent ACA Risk Adjustment Program	
	Assets	
1.	Premium adjustments receivable due to ACA Risk Adjustment	\$ -
	Liabilities	
2.	Risk adjustment user fees payable for ACA Risk Adjustment	\$ 3,758
3.	Premium adjustments payable due to ACA Risk Adjustment	\$ 100,000
	Operations (Revenue & Expense)	
4.	Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ 100,000
5.	Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 3,758
b.	Transitional ACA Reinsurance Program	
	Assets	
1.	Amounts recoverable for claims paid due to ACA Reinsurance	\$ 510,486
2.	Amounts recoverable for claims unpaid due to ACA Reinsurance (contra liability)	\$ 1,279,207
3.	Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$ -
	Liabilities	
4.	Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$ 5,115,125
5.	Ceded reinsurance premiums payable due to ACA Reinsurance	\$ 120,421
6.	Liability for amounts held under uninsured plans contributions for ACA Reinsurance	\$ -
	Operations (Revenue & Expense)	
7.	Ceded reinsurance premiums due to ACA Reinsurance	\$ 120,421
8.	Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$ 510,486
9.	ACA Reinsurance contributions - not reported as ceded premium	\$ 5,115,125
c.	Temporary ACA Risk Corridors Program	
	Assets	
1.	Accrued retrospective premium due to ACA Risk Corridors	\$ -
	Liabilities	
2.	Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	\$ -
	Operations (Revenue & Expense)	
3.	Effect of ACA Risk Corridors on net premium income (paid/received)	\$ -
4.	Effect of ACA Risk Corridors on change in reserves for rate credits	\$ -

Line items where the amount is zero is due to no activity as of the reporting date.

22. Events Subsequent

Subsequent events have been considered through May 13, 2014, for the statutory statement issued on May 14, 2014. There are no events occurring subsequent to June 30, 2014 requiring disclosure.

23. Reinsurance

There were no significant changes for the six months ended June 30, 2014.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

There were no significant changes for the six months ended June 30, 2014.

25. Change in Incurred Claims and Claims Adjustment Expenses

The estimated cost of claims and claims adjustment expenses attributable to insured events of the prior year decreased by \$1,242,824 for the six months ended June 30, 2014. This is approximately 1.3% of unpaid claims and unpaid claims adjustment expenses of \$93,126,641 as of December 31, 2013. The redundancy reflects the decreases in estimated claims and claims adjustment expenses as a result of claims payments during the year, and as additional information is received regarding claims incurred prior to 2014. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claims adjustment expenses.

NOTES TO FINANCIAL STATEMENTS

26. Intercompany Pooling Arrangements

There were no significant changes for the six months ended June 30, 2014.

27. Structured Settlements

There were no significant changes for the six months ended June 30, 2014.

28. Health Care Receivables

There were no significant changes for the six months ended June 30 2014.

29. Participating Policies

There were no significant changes for the six months ended June 30, 2014.

30. Premium Deficiency Reserves

At June 30, 2014, the Company recorded premium deficiency reserves of \$136,157 related to the Medicare Advantage line of business. At December 31, 2013, the Company did not record a premium deficiency reserve.

(1) Liability carried for premium deficiency reserves	\$ 136,157
(2) Date of the most recent evaluation of this liability	06/30/2014
(3) Was anticipated investment income utilized in the calculation?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

31. Anticipated Salvage and Subrogation

There were no significant changes for the six months ended June 30, 2014.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]

2.2

If yes, date of change:

3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes [X] No []

3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [] No [X]

3.3

If the response to 3.2 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]

4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013

6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/28/2012

6.4

By what department or departments?
State of Maine Bureau of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [] No [] N/A [X]

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]

8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes ☒ No ☐
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes ☐ No ☒
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes ☐ No ☒
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes ☒ No ☐
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0
13.

Amount of real estate and mortgages held in short-term investments:

\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒
- 14.2

If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes ☐ No ☐

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1

Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$

615,600
- 16.2

Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$

615,600
- 16.3

Total payable for securities lending reported on the liability page.

\$

615,600

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes ☒ No ☐

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation	New York, NY

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes ☐ No ☒

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
113878	McDonnell Investment Management, LLC	Oak Brook, IL
106482	Dimensional Fund Advisors	Santa Monica, CA

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes ☒ No ☐

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

88.4 %
- 1.2 A&H cost containment percent

1.5 %
- 1.3 A&H expense percent excluding cost containment expenses

10.8 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

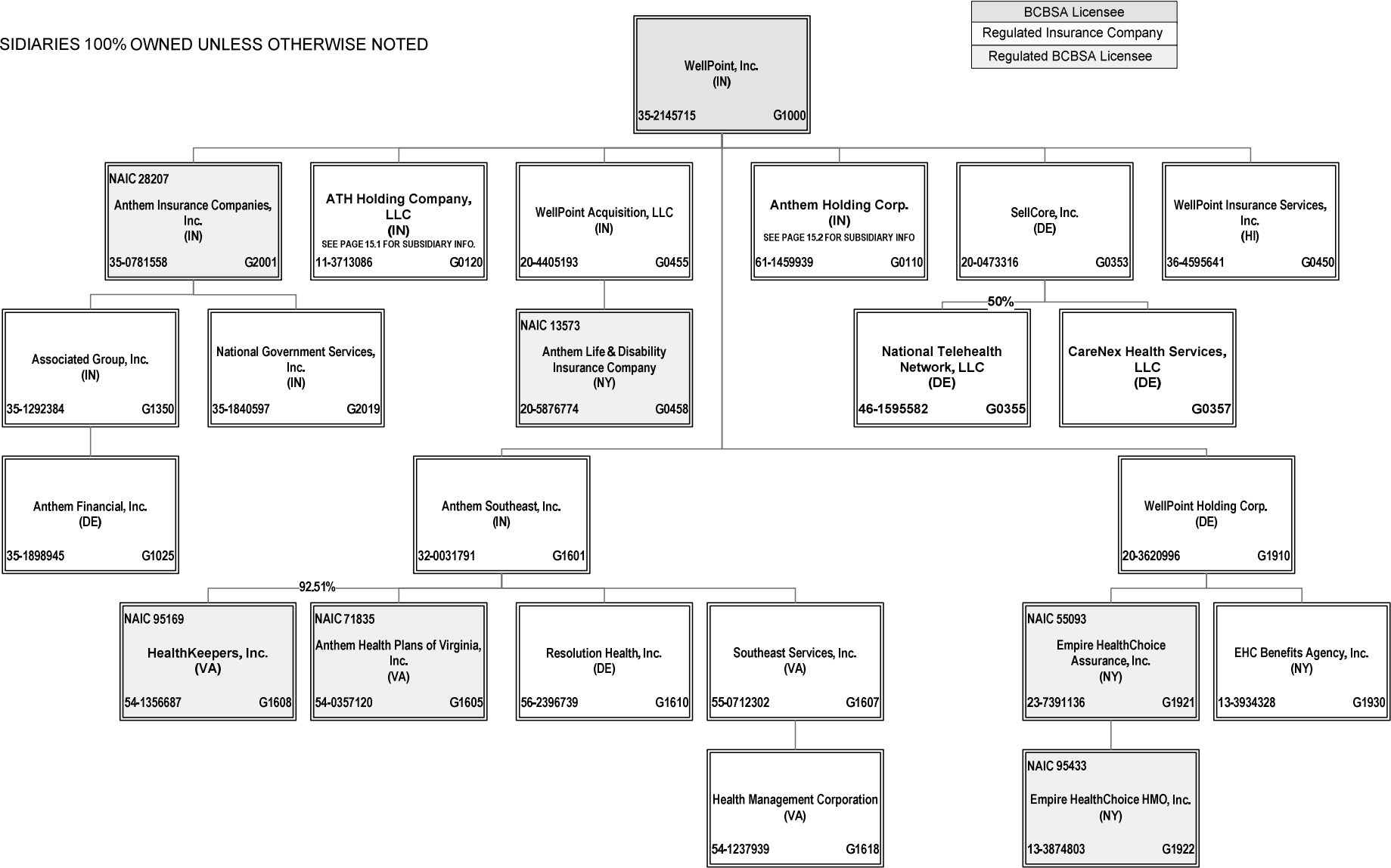
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	N						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	L	404,658,842	2,541,555	88,155,901			495,356,298	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CAN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	404,658,842	2,541,555	0	88,155,901	0	0	495,356,298	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 1	404,658,842	2,541,555	0	88,155,901	0	0	495,356,298	0
DETAILS OF WRITE-INS										
58001.	.....	XXX								
58002.	.....	XXX								
58003.	.....	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

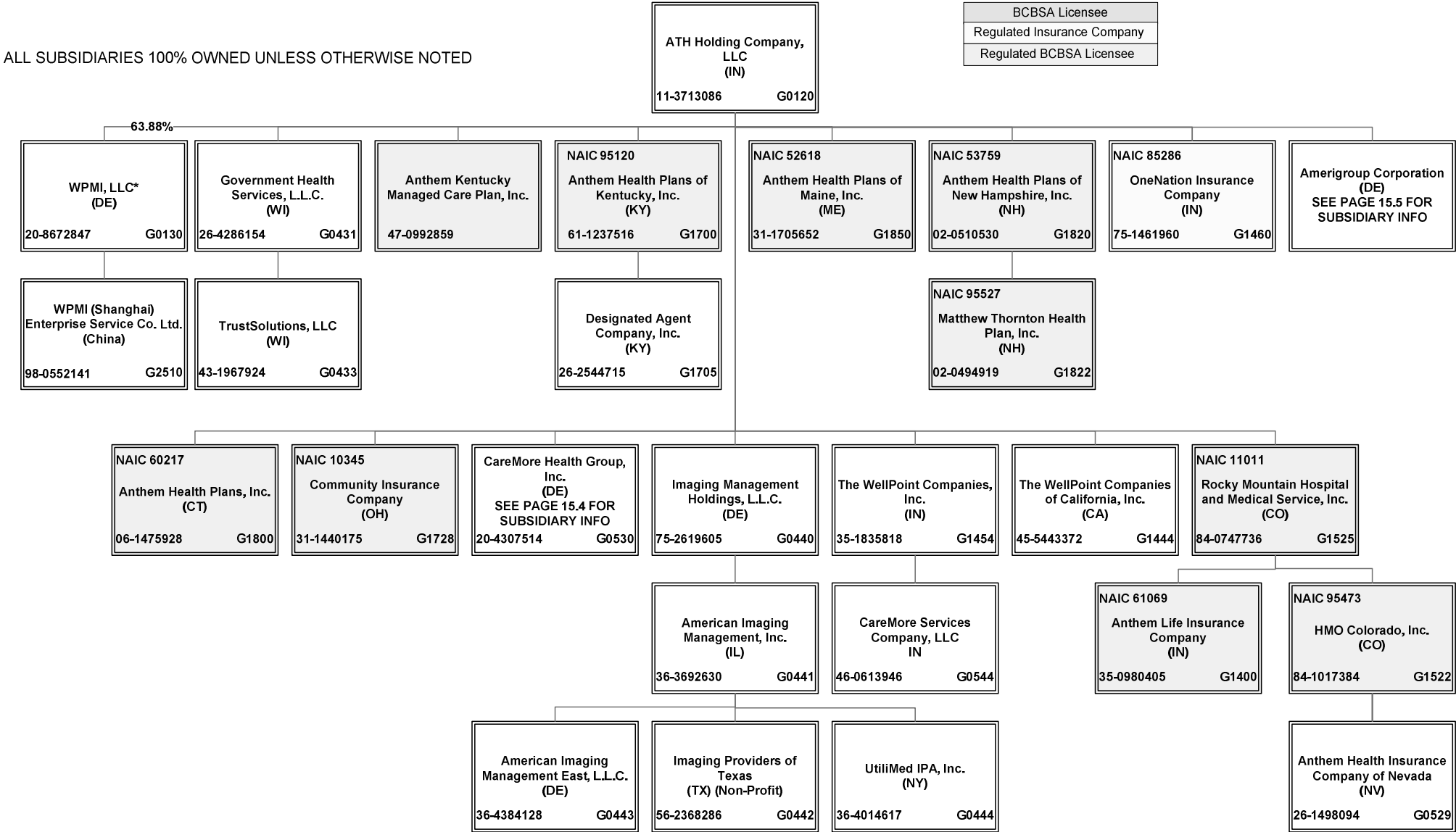
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



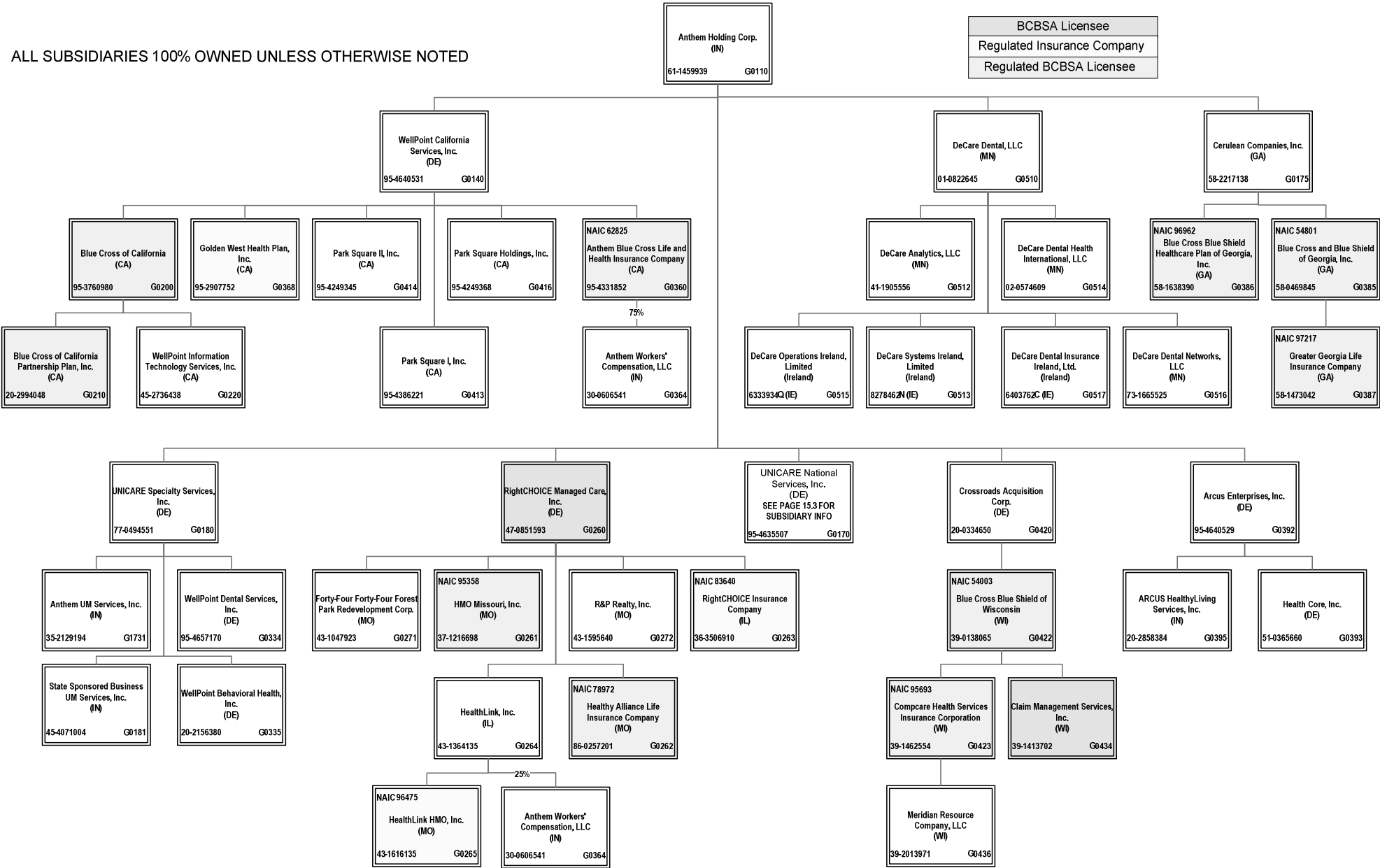
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

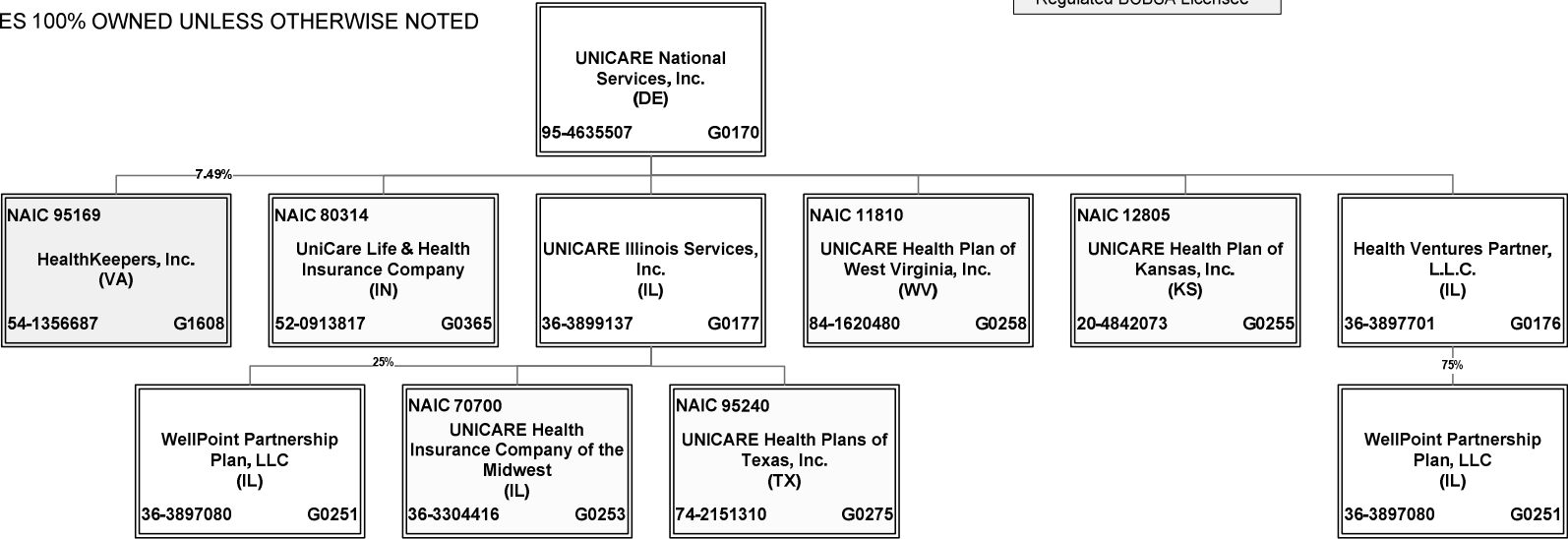
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PART 1 – ORGANIZATIONAL CHART

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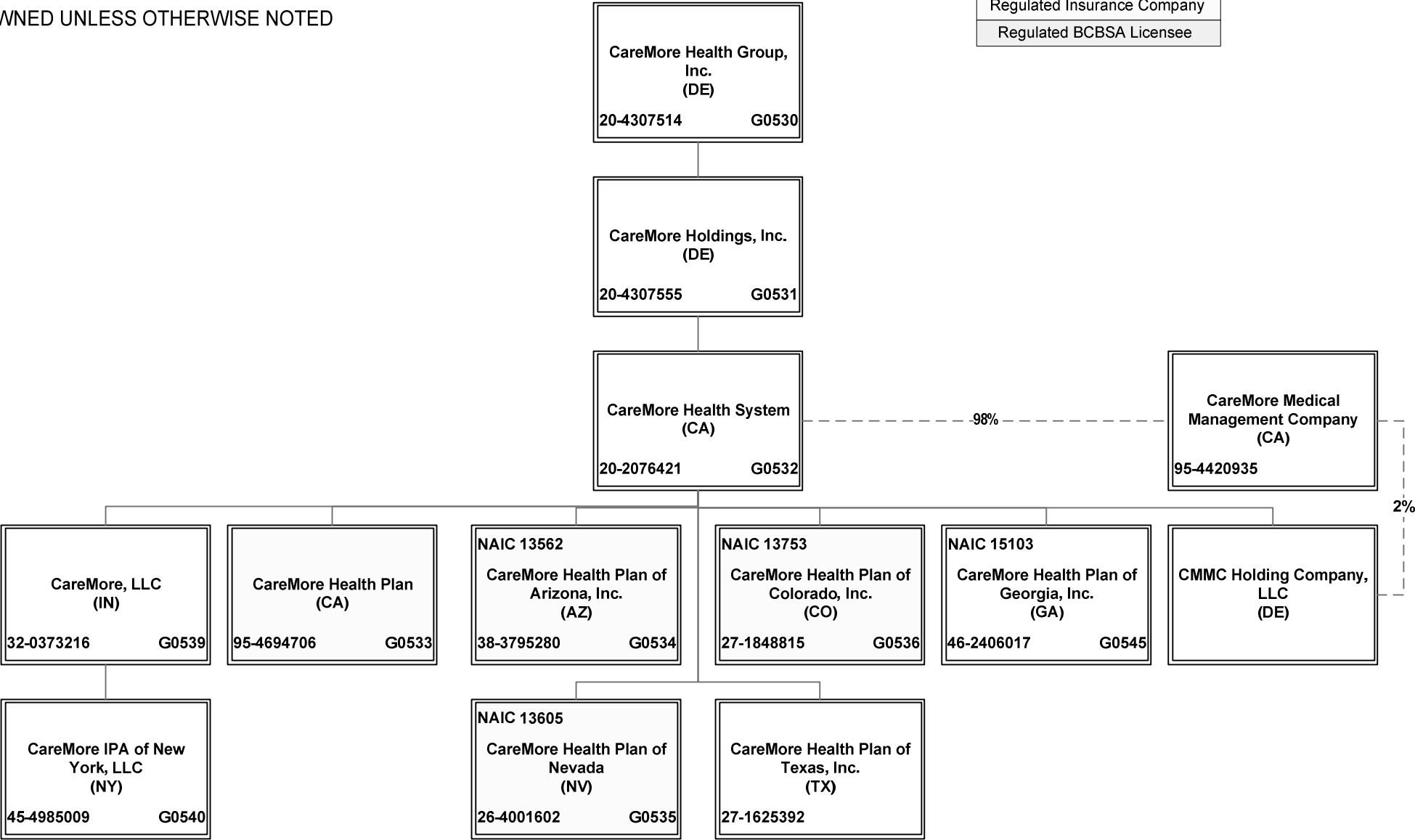
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

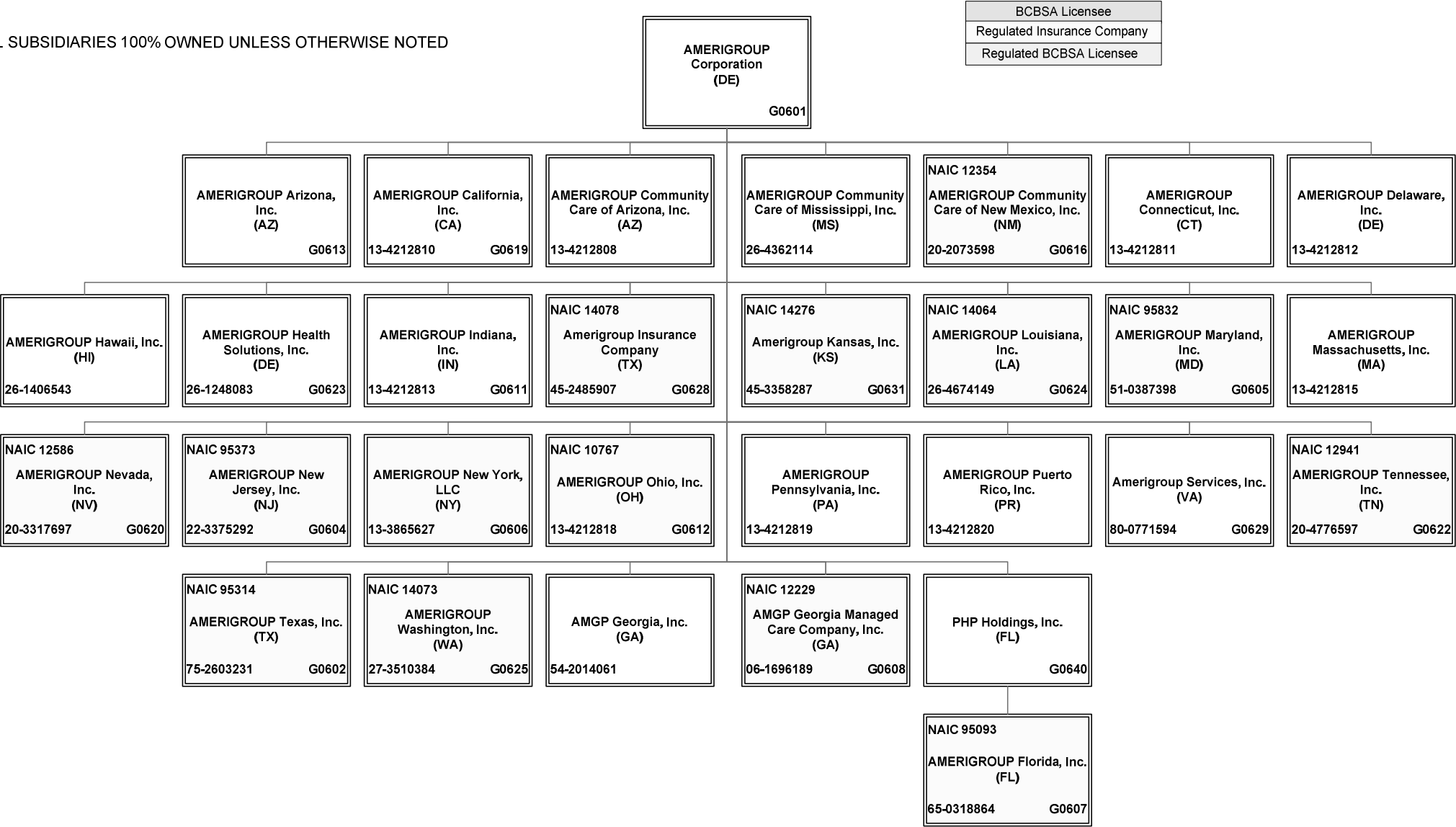
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BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0671	WellPoint, Inc.		36-4384128				American Imaging Management East, LLC	..DE	..IA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	..IL	..NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	..AZ	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	..CA	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212808				AMERIGROUP Community Care of Arizona, Inc.	..AZ	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	..MS	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	..NM	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212811				AMERIGROUP Connecticut, Inc.	..CT	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						AMERIGROUP Corporation	..DE	..NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212812				AMERIGROUP Delaware, Inc.	..DE	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	..FL	..IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1406543				AMERIGROUP Hawaii, Inc.	..HI	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1248083				AMERIGROUP Health Solutions, Inc.	..DE	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212813				AMERIGROUP Indiana, Inc.	..IN	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	..TX	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	..KS	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	..LA	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	..MD	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	..MA	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	..NV	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	..NJ	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	..NY	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
..0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	..OH	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	..PA	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212820				AMERIGROUP Puerto Rico, Inc.	..PR	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	..VA	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	..TN	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	..TX	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	..WA	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		54-2014061				AMGP Georgia, Inc.	..GA	..NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	..GA	..IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						Anthem Blue Cross Life and Health Insurance Company	..CA	..IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	62825	95-4331852				Anthem Financial, Inc.	..DE	..NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	..NV	..NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	..KY	..IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	..ME	..RE	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						Anthem Health Plans of New Hampshire, Inc.							
..0671	WellPoint, Inc.	53759	02-0510530					..NH	..IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	..VA	..IA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	..CT	..IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		61-1459939				Anthem Holding Corp.	..IN	..NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	..IN	..IA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		47-0992859				Antnem Kentucky Managed Care Plan, Inc.	..KY	..IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						Anthem Life & Disability Insurance Company							
..0671	WellPoint, Inc.	13573	20-5876774					..NY	..IA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	..IN	..IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc. ....	..IN.	..NIA	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc. ....	..IN.	..NIA	UNICARE Specialty Services, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN.	..NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership.....	..75.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN.	..NIA	HealthLink, Inc.	Ownership.....	..25.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4640529				Arcus Enterprises, Inc. ....	..DE.	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-2858384				ARCUS HealthLiving Services, Inc. ....	..IN.	..NIA	Arcus Enterprises, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-1292384				Associated Group, Inc. ....	..IN.	..NIA	Anthem Insurance Companies, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		11-3713086				ATH Holding Company, LLC	..IN.	..UDP	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc. ....	..GA.	..IA	Cerulean Companies, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc. ....	..GA.	..IA	Cerulean Companies, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..54003	39-0138065				Blue Cross Blue Shield of Wisconsin	..WI.	..IA	Crossroads Acquisition Corp.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-3760980				Blue Cross of California	..CA.	..IA	WellPoint California Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	..0101
...0671	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc. ....	..CA.	..IA	Blue Cross of California	Ownership.....	..100.000	WellPoint, Inc. ....	..0102
...0671	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc. ....	..DE.	..NIA	ATH Holding Company, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4694706				CareMore Health Plan	..CA.	..IA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc. ....	..0103
...0671	WellPoint, Inc. ....	..13562	38-3795280				CareMore Health Plan of Arizona, Inc. ....	..AZ.	..IA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..13753	27-1848815				CareMore Health Plan of Colorado, Inc. ....	..CO.	..IA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc. ....	..GA.	..NIA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..13605	26-4001602				CareMore Health Plan of Nevada	..NV.	..IA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		27-1625392				CareMore Health Plan of Texas, Inc. ....	..TX.	..NIA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-4307555				CareMore Holdings, Inc. ....	..DE.	..NIA	CareMore Health Group, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		45-4985009				CareMore IPA of New York, LLC	..NY.	..NIA	CareMore, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		32-0373216				CareMore, LLC	..IN.	..NIA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-2076421				CareMore Health System	..CA.	..NIA	CareMore Holdings, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA.	..NIA	CareMore Health System	Ownership.....	..98.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA.	..NIA	CMMC Holding Company, LLC	Ownership.....	..2.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						CareNex Health Services, LLC	..DE.	..NIA	SellCore, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		58-2217138				Cerulean Companies, Inc. ....	..GA.	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		39-1413702				Claim Management Services, Inc. ....	..WI.	..NIA	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						CMMC Holding Company, LLC	..DE.	..NIA	CareMore Health System	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..10345	31-1440175				Community Insurance Company	..OH.	..IA	ATH Holding Company, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..95693	39-1462554				Compcare Health Services Insurance Corporation	..WI.	..IA	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-0334650				Crossroads Acquisition Corp. ....	..DE.	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		41-1905556				DeCare Analytics, LLC	..MN.	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		02-0574609				DeCare Dental Health International, LLC	..MN.	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						DeCare Dental Insurance Ireland, Ltd. ....	..JRL	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		73-1665525				DeCare Dental Networks, LLC	..MN.	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		01-0822645				DeCare Dental, LLC	..MN.	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						DeCare Operations Ireland, Limited	..JRL	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	..JRL	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		26-2544715				Designated Agent Company, Inc. ....	..KY.	..NIA	Anthem Health Plans of Kentucky, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		13-3934328				EHC Benefits Agency, Inc. ....	..NY.	..NIA	WellPoint Holding Corp	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..55093	23-7391136				Empire HealthChoice Assurance, Inc. ....	..NY.	..IA	WellPoint Holding Corp	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc. ....	..95433	13-3874803				Empire HealthChoice HMO, Inc. ....	..NY.	..IA	Empire HealthChoice Assurance, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.MO.	..NIA	RightCHOICE Managed Care, Inc.	Ownership.....	..100.000	WellPoint, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0104
0671	WellPoint, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	WellPoint, Inc.	0105
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						State Sponsored Business UM Services, Inc.							
0671	WellPoint, Inc.		45-4071004					IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-5443372				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1967924				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of West Virginia, Inc.							
0671	WellPoint, Inc.	11810	84-1620480					WV	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Own-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	WellPoint, Inc. ....	.....	77-0494551 .....	.....	.....	.....	UNICARE Specialty Services, Inc. ....	...DE.....	...NIA.....	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-4014617 .....	.....	.....	.....	UtiliMED IPA, Inc. ....	...NY.....	...NIA.....	American Imaging Management, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-4405193 .....	.....	.....	.....	WellPoint Acquisition, LLC ....	...IN.....	...NIA.....	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-2156380 .....	.....	.....	.....	WellPoint Behavioral Health, Inc. ....	...DE.....	...NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4640531 .....	.....	.....	.....	WellPoint California Services, Inc. ....	...DE.....	...NIA.....	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4657170 .....	.....	.....	.....	WellPoint Dental Services, Inc. ....	...DE.....	...NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-3620996 .....	.....	.....	.....	WellPoint Holding Corp. ....	...DE.....	...NIA.....	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
.....	.....	.....	.....	.....	.....	.....	WellPoint Information Technology Services, Inc. ....	...CA.....	...NIA.....	Blue Cross of California	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-2736438 .....	.....	.....	.....	WellPoint Insurance Services, Inc. ....	...HI.....	...NIA.....	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC ....	...IL.....	...NIA.....	Health Ventures Partner, L.L.C.	Ownership.....	..75.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC ....	...IL.....	...NIA.....	UNICARE Illinois Services, Inc.	Ownership.....	..25.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-2145715 .....	.....	6324	New York Stock Exchange (NYSE)	WellPoint, Inc. ....	...IN.....	...UIP.....	.....	.....	.....	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	98-0552141 .....	.....	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd. ....	...CHN.....	...NIA.....	WPMI, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-8672847 .....	.....	.....	.....	WPMI, LLC ....	...DE.....	...NIA.....	ATH Holding Company, LLC	Ownership.....	..63.880	WellPoint, Inc. ....	...0106

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by American Well Corporation
0106	36.12% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Exchange Subsidy Receivables	7,256		7,256	
2505.	State Tax Recoverable	490,812	490,812	0	741,659
2506.	Prepaid Expenses	140,471	140,471	0	
2597.	Summary of remaining write-ins for Line 25 from overflow page	638,539	631,283	7,256	741,659

Additional Write-ins for Liabilities Line 23

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
2304.	Blue Care Liabilities	1,082,275		1,082,275	1,586,220
2305.	Performance Guarantee Liability	810,172		810,172	710,091
2306.	Retroactivity Liability	693,526		693,526	564,528
2397.	Summary of remaining write-ins for Line 23 from overflow page	2,585,973	0	2,585,973	2,860,839

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	8,055,018	8,349,752
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	285,161	97,686
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	198,411	392,420
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	8,141,768	8,055,018
10. Deduct total nonadmitted amounts		0
11. Statement value at end of current period (Line 9 minus Line 10)	8,141,768	8,055,018

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	205,702	218,090
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	(38,130)	(12,388)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	167,572	205,702
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	167,572	205,702

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	195,960,781	212,238,127
2. Cost of bonds and stocks acquired	30,102,406	54,787,412
3. Accrual of discount	54,915	93,392
4. Unrealized valuation increase (decrease)		(9,659)
5. Total gain (loss) on disposals	291,714	2,060,930
6. Deduct consideration for bonds and stocks disposed of	25,641,315	70,907,942
7. Deduct amortization of premium	1,044,631	2,203,411
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		98,068
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	199,723,870	195,960,781
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	199,723,870	195,960,781

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	132,166,159	14,181,461	11,341,557	(1,268,000)	132,166,159	133,738,063	0	130,316,971
2. NAIC 2 (a)	67,301,059	0	1,008,013	791,490	67,301,059	67,084,536	0	67,497,543
3. NAIC 3 (a)	0				0	0		
4. NAIC 4 (a)	0				0	0		
5. NAIC 5 (a)	0				0	0		
6. NAIC 6 (a)	0				0	0		
7. Total Bonds	199,467,218	14,181,461	12,349,570	(476,510)	199,467,218	200,822,599	0	197,814,514
PREFERRED STOCK								
8. NAIC 1	0				0	0		0
9. NAIC 2	0				0	0		0
10. NAIC 3	0				0	0		0
11. NAIC 4	0				0	0		0
12. NAIC 5	0				0	0		0
13. NAIC 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	199,467,218	14,181,461	12,349,570	(476,510)	199,467,218	200,822,599	0	197,814,514

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	1,098,729	xxx	1,098,729	23	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,853,733	2,016,324
2. Cost of short-term investments acquired	6,167,124	53,883,227
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	6,922,128	54,045,818
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,098,729	1,853,733
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,098,729	1,853,733

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

Schedule E - Verification - Cash Equivalents
N O N E

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
Boiler Upgrade	South Portland	.ME	.05/30/2014	Various	40,746		39,388	
Cooling Tower Install	South Portland	.ME	.05/30/2014	Various	26,619		25,732	
Install Vertical Blinds - 6th Floor	South Portland	.ME	.05/30/2014	Various	3,104		3,001	
.....								
.....								
0199999 - Acquired by Purchase					70,469	0	68,121	0
.....								
.....								
.....								
0399999 - Totals					70,469	0	68,121	0

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encum- brances	8 Book/ Adjusted Carrying Value Less Encum- brances Prior Year	Change in Book/Adjusted Carrying Value Less Encumbrances					14 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encum- brances	20 Taxes, Repairs and Expenses Incurred
	2 City	3 State						9 Current Year's Depre- ciation	10 Current Year's Other Than Temporary Impairment Recognized	11 Current Year's Change in Encum- brances	12 Total Change in Book/ Adjusted Carrying Value (11-9-10)	13 Total Foreign Exchange Change in Book/ Adjusted Carrying Value							
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
0399999 - Totals																			

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
13063C-KQ-2	CALIFORNIA ST 4.000% 05/01/23		06/06/2014	Merrill Lynch		3,356,750	3,000,000	12,889	1FE
452152-YR-9	ILLINOIS STATE 5.000% 02/01/22		05/22/2014	Merrill Lynch		3,326,867	2,900,000	41,069	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						6,683,617	5,900,000	53,958	XXX
037833-AQ-3	APPLE COMPUTER INC 2.100% 05/06/19		06/23/2014	Scotia Capital		2,503,775	2,500,000	7,292	1FE
893526-DK-6	TRANS-CANADA PIPELINES 3.800% 10/01/20	A.	06/06/2014	McDonald & Co.		1,068,990	1,000,000	7,389	1FE
225460-AC-1	CREDIT SUISSE 5.300% 08/13/19	F.	06/06/2014	DBTC AMERICA/PNC BANK		1,145,000	1,000,000	17,372	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,717,765	4,500,000	32,053	XXX
8399997. Total - Bonds - Part 3						11,401,382	10,400,000	86,011	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						11,401,382	10,400,000	86,011	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						11,401,382	XXX	86,011	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
05531F-AF-0	BB&T CORPORATION SERIES MTN 3.950% 04/29/16		06/04/2014	Suntrust Bank		1,060,820	1,000,000	1,093,400	1,057,768	0	(10,746)	0	(10,746)	0	1,047,021	0	13,799	13,799	24,139	04/29/2016	1FE
097023-AW-5	BOEING CO 6.000% 03/15/19		06/06/2014	RBC Dominion		1,125,237	950,000	935,427	941,324	0	638	0	638	0	941,962	0	183,275	183,275	42,117	03/15/2019	1FE
191216-AY-6	COCA-COLA COMPANY 1.650% 03/14/18		06/23/2014	BNY Capital Markets Inc, Rose		1,309,360	1,300,000	1,335,672	1,330,797	0	(3,492)	0	(3,492)	0	1,327,305	0	(17,945)	(17,945)	16,803	03/14/2018	1FE
20030N-AG-6	COMCAST CORP 4.950% 06/15/16		06/04/2014	First Union Capital Markets		1,085,170	1,000,000	1,129,940	1,079,642	0	(14,001)	0	(14,001)	0	1,065,642	0	19,528	19,528	23,925	06/15/2016	1FE
40428H-PG-1	HSBC USA INC 2.375% 02/13/15		05/22/2014	HSBC Securities		1,014,510	1,000,000	1,030,890	1,018,419	0	(6,720)	0	(6,720)	0	1,011,699	0	2,811	2,811	18,802	02/13/2015	1FE
631103-AC-2	NASDAQ STOCK MARKET INC/THE 4.000% 01/15/15		06/18/2014	Call 102.0780 BNY Capital Markets Inc, Rose		1,020,780	1,000,000	1,035,890	1,014,399	0	(6,386)	0	(6,386)	0	1,008,013	0	12,768	12,768	37,000	01/15/2015	2FE
665859-AM-6	NORTHERN TRUST CORP 3.375% 08/23/21		06/06/2014	Pershing		1,045,940	1,000,000	1,077,970	1,067,936	0	(3,621)	0	(3,621)	0	1,064,315	0	(18,375)	(18,375)	27,000	08/23/2021	1FE
882508-AU-8	TEXAS INSTRUMENTS INC 1.650% 08/03/19		06/06/2014	J P Morgan		982,820	1,000,000	997,350	997,825	0	166	0	166	0	997,991	0	(15,171)	(15,171)	14,117	08/03/2019	1FE
225460-AE-7	CREDIT SUISSE MTN 3.500% 03/23/15	F	05/22/2014			1,025,200	1,000,000	1,054,960	1,033,967	0	(11,265)	0	(11,265)	0	1,022,702	0	2,498	2,498	23,819	03/23/2015	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						9,669,837	9,250,000	9,691,499	9,542,077	0	(55,427)	0	(55,427)	0	9,486,650	0	183,188	183,188	227,722	XXX	XXX
8399997. Total - Bonds - Part 4						9,669,837	9,250,000	9,691,499	9,542,077	0	(55,427)	0	(55,427)	0	9,486,650	0	183,188	183,188	227,722	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						9,669,837	9,250,000	9,691,499	9,542,077	0	(55,427)	0	(55,427)	0	9,486,650	0	183,188	183,188	227,722	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						9,669,837	XXX	9,691,499	9,542,077	0	(55,427)	0	(55,427)	0	9,486,650	0	183,188	183,188	227,722	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date						
1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0599999. Total - U.S. Government Bonds				0	0	XXX
1099999. Total - All Other Government Bonds				0	0	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds				0	0	XXX
2499999. Total - U.S. Political Subdivisions Bonds				0	0	XXX
3199999. Total - U.S. Special Revenues Bonds				0	0	XXX
000000-00-0	CANTOR FITZGERALD & CO		1	50,783	50,783	07/01/2014
000000-00-0	CRT CAPITAL GROUP LLC		1	31,554	31,554	07/01/2014
000000-00-0	GUGGENHEIM SECURITIES		2	75,730	75,730	07/07/2014
000000-00-0	RBS SECURITIES INC		2	110,439	110,439	08/01/2014
000000-00-0	SG AMERICAS SECURITIES		1	78,885	78,885	08/01/2014
000000-00-0	CITIGROUP GLOBAL MARKETS		2	157,770	157,770	07/01/2014
000000-00-0	NOMURA SECURITIES INTL		2	78,885	78,885	08/04/2014
000000-00-0	BNP PARIBAS SECS CORP		1	31,554	31,554	08/11/2014
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				615,600	615,600	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds				615,600	615,600	XXX
4899999. Total - Hybrid Securities				0	0	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds				0	0	XXX
6199999. Total - Issuer Obligations				615,600	615,600	XXX
6299999. Total - Residential Mortgage-Backed Securities				0	0	XXX
6399999. Total - Commercial Mortgage-Backed Securities				0	0	XXX
6499999. Total - Other Loan-Backed and Structured Securities				0	0	XXX
6599999. Total Bonds				615,600	615,600	XXX
7099999. Total - Preferred Stocks				0	0	XXX
7599999. Total - Common Stocks				0	0	XXX
7699999. Total - Preferred and Common Stocks				0	0	XXX
9999999 - Totals				615,600	615,600	XXX

General Interrogatories:

1. Total activity for the year to date

Fair Value \$ 615,600

Book/Adjusted Carrying Value \$ 615,600

2. Average balance for the year to date

Fair Value \$ 439,073

Book/Adjusted Carrying Value \$ 439,073

3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:

NAIC 1 \$ 192,776

NAIC 2 \$ 422,824

NAIC 3 \$

NAIC 4 \$

NAIC 5 \$

NAIC 6 \$

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

Fair Value \$ Book/Adjusted Carrying Value \$
 Fair Value \$ Book/Adjusted Carrying Value \$

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
Bank of America Hartford, CT					6,347,422	(2,453,168)	(7,928,563)	XXX
Citibank New Castle, DE					879,474	59,031	50,829	XXX
Bank of New York Mellon New York, NY					(1,044,369)	(516,026)	(96,841)	XXX
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	6,182,527	(2,910,163)	(7,974,575)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	6,182,527	(2,910,163)	(7,974,575)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	6,182,527	(2,910,163)	(7,974,575)	XXX

STATEMENT AS OF JUNE 30, 2014 OF THE Anthem Health Plans of Maine, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							